

## Exhibit B

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

**OCT 29 1993**

CHERYL A. LAU SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

**OF**

**CUSTOM TELECONNECT, INC.**

*Cheryl A. Lau*  
13415-93

I, the undersigned, being the incorporator herein named, for the purpose of forming a corporation under the general corporation laws of the State of Nevada, to do business both within and without the State of Nevada, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true:

**ARTICLE I**

**NAME**

The name of the corporation is: **CUSTOM TELECONNECT, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

Section 2.01 Principal Office. The name and address of its resident agent for service of process is W. OWEN NITZ, ESQ., NITZ & WALTON, 514 S. Third Street, Las Vegas, Nevada 89101. The location of the corporation's principal office in the State of Nevada is:

514 S. Third Street  
Las Vegas, Nevada 89101

Section 2.02 Other Offices. The corporation may also maintain offices of the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and shareholders held outside the State of Nevada with the same effect as if in the State of Nevada.

**ARTICLE III**

**PURPOSE**

The corporation is organized for the purpose of engaging in any lawful activity, within or without the State of Nevada.

#### ARTICLE IV

##### SHARES OF STOCK

Section 4.01 Number and Class. The amount of the total authorized capital stock of this corporation is Twenty-five Hundred (2500) shares with no par value, designated as Common Stock. The Common Stock may be issued from time to time without action by the stockholders. The Common Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors.

The Board of Directors may issue such shares of Common Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by them.

Section 4.02. Assessment of Shares. The Common Stock of the corporation, after the amount of the subscription price has been paid, in money, property or services, as the directors shall determine, shall not be subject to assessment to pay the debts of the corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

#### ARTICLE V

##### DIRECTORS

Section 5.01 Governing Board. The members of the governing board of the corporation shall be styled directors.

Section 5.02 Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The names and addresses of the initial members of the Board of Directors are as follows:

NAME	ADDRESS
Vicki Crowder	3111 S. Valley View, Suite B-101 Las Vegas, NV 89102

This individual shall serve as Director until the first annual meeting of the shareholders or until their successors shall have been elected and qualified.

Section 5.03 Change in Number of Directors. The number of directors may be increased or decreased by a duly adopted amendment to the Bylaws of the corporation.

**ARTICLE VI****INCORPORATORS**

The names and addresses of the Incorporators are as follows:

NAME	POST OFFICE ADDRESS
W. Owen Nitz	514 S. Third Street Las Vegas, NV 89101

**ARTICLE VII****PERIOD OF DURATION**

This corporation shall have perpetual existence.

**ARTICLE VIII**

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this article shall not eliminate or limit the liability of a director or officer for (i) acts of omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the unlawful payment of dividends. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

**ARTICLE IX****INDEMNIFICATION**

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such

person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of stockholders, provisions of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the Board of Directors may adopt Bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

#### ARTICLE X

##### AMENDMENTS

Subject at all times to the express provisions of Article SIXTH which cannot be amended, this corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or its Bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation of said Bylaws, and all rights conferred upon the shareholders are granted subject to this reservation.

#### ARTICLE XI

##### POWERS OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) Subject to the Bylaws, if any, adopted by the shareholders, to make, alter or repeal the Bylaws of the corporation;

(2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and

personal property of the corporation;

(3) To authorize the guaranty by the corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities;

(4) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve; and

(5) By resolution adopted by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

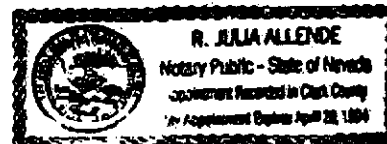
IN WITNESS WHEREOF, I have hereunto set my hands the 29th day of October, 1993, hereby declaring and certifying that the facts stated hereinabove are true.

  
W. Owen Nitz

STATE OF NEVADA)  
)  
COUNTY OF CLARK)

On this 29th day of October, 1993, personally appeared before me, a Notary Public, in and for said County and State, W. Owen Nitz, who acknowledged that he executed the above instrument.

  
NOTARY PUBLIC



**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

OCT 29 1993

**CERTIFICATE OF ACCEPTANCE**  
**OF APPOINTMENT BY RESIDENT AGENT**

CHERYL A. LAU, SECRETARY OF STATE

IN THE MATTER OF CUSTOM TELECONNECT, INC., I, W.

1341583 <sup>Cheryl</sup> Owen Nitz, Esq. of the law firm of NITZ, WALTON & HAMMER,  
hereby certify that on the 29 day of October, 1993, I  
accepted the appointment as Resident Agent of the above-  
entitled corporation in accordance with Sec. 78.090  
N.R.S. 1957.

Furthermore, the principal office in this State is  
located at 514 S. Third Street, Clark County, Las Vegas,  
Nevada 89101.

IN WITNESS WHEREOF, I have hereunto set my hand this  
29 day of October, 1993.

  
W. OWEN NITZ

State of Nevada

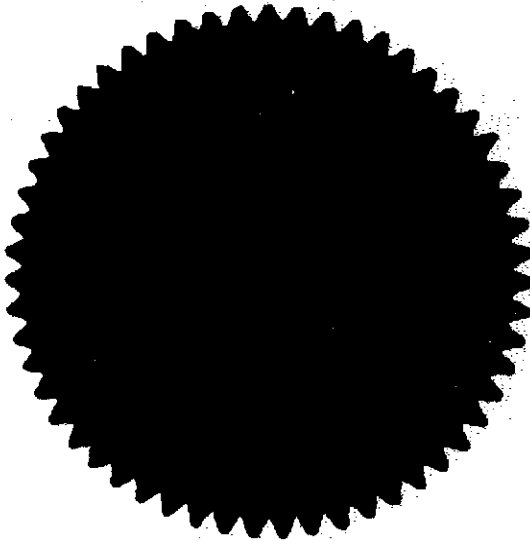


Secretary of State

I, CHERYL A. LAU, Secretary of State of the State of Nevada, do hereby certify that

CUSTOM TELECONNECT, INC.

did on the TWENTY-NINTH day of OCTOBER, 19 93, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this TWENTY-NINTH day of OCTOBER, A.D. 19 93.

*Cheryl A. Lau*  
Secretary of State  
By *Dulaine Margules*  
Deputy